

## FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Tel 847 318-7575  
Fax 847 318-7588

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Lease Agreement, dated April 2, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 22581. The names and addresses of the parties to the enclosed document are:

Owner: ATEL Leasing Corporation  
600 California Street, 6<sup>th</sup> Floor  
San Francisco, California 94108

Lessee: Cascade & Columbia River RR  
5300 Broken Sound Blvd., NW  
Boca Raton, FL 33487

Lessor/Manager: First Union Rail Corporation  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

A description of the railroad equipment covered by the enclosed document is one hundred (100) 4650/4750 cu. ft. covered hopper cars, with NOKL marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,

  
Georgia Freiburger  
Manager of Documentation

Enclosures

(CSCD056/56A)

RECORDATION NO. 22581-CC FILED

APR 14 '04

10-23 PM

SURFACE TRANSPORTATION BOARD



April 9, 2004

RECORDATION NO. 22581-CC FILED

ASSGN. NO. CSCD056/56A

APR 14 '04

10-23 AM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 2nd day of April, 2004, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, as Owner of Cars listed on Exhibit A in Group 1, and as Manager, acting in its capacity as independent contractor for ATEL Leasing Corporation, Owner of Cars listed on Exhibit A in Group 2, and Cascade and Columbia River Railroad Co. ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of June 15, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 54 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of October 27, 2003, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION,  
as Owner of Cars in Group 1, and as Manager of Cars in Group 2

ATTEST:

By: [Signature]  
Name: K.A. SOMBROWSKI

By: [Signature]  
Name: RICHARD F. SEYMOUR  
Title: Vice President Sales & Marketing

Title: DIRECTOR OF DOCUMENTATION Executed on this 2nd day of April, 2004

[CORPORATE SEAL]

STATE OF ILLINOIS  
COUNTY OF COOK

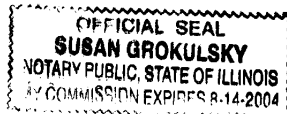
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 2nd day of April, 2004.

[Signature]  
Notary Public

My Commission Expires:

8-14-2004  
(Notary Public)



**LESSEE:**

CASCADE AND COLUMBIA RIVER RAILROAD CO.

By: [Signature]  
Name: Sandra K. Finnegan  
Title: VP Contracts

**ATTEST:**

By: [Signature]  
Name: David McClaud  
Title: Manager Fleet

Executed on this 30th day of March, 2004.

[CORPORATE SEAL]


STATE OF Florida  
COUNTY OF Palm Beach

I, Kristin Dunlap, a Notary Public of the County and State  
aforesaid, certify that Sandra K. Finnegan personally appeared before me this day and  
acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 30th day of March, 2004.

[Signature]  
Notary Public

Commission Expires:  
12.27.05  
(Notary Public)

 Kristin Dunlap  
My Commission DD067657  
Expires December 27, 2005

PERSONALLY KNOWN:  
PRODUCED I.D.: X

## EXHIBIT A to MEMORANDUM OF LEASE

NUMBER OF CARS: One hundred (100)

DESCRIPTION OF CARS: 4650-4750 cubic foot capacity covered hopper cars with  
trough hatches and gravity gates, gross rail loads of 263,000 - 268,000 lbs.

CAR NUMBERS:

<u>Group 1</u>	<u>Group 1 (cont'd)</u>	<u>Group 2</u>
NOKL 816897	NOKL 821895	NOKL 834040
NOKL 816898	NOKL 822115	NOKL 834159
NOKL 818912	NOKL 822286	NOKL 834253
NOKL 818935	NOKL 823370	NOKL 834368
NOKL 818960	NOKL 823381	NOKL 834369
NOKL 818963	NOKL 823384	NOKL 834446
NOKL 818965	NOKL 823386	NOKL 834447
NOKL 818994	NOKL 823401	NOKL 834459
NOKL 819001	NOKL 823432	NOKL 834514
NOKL 819006	NOKL 823561	NOKL 834554
NOKL 819012	NOKL 823670	NOKL 834610
NOKL 819037	NOKL 823676	NOKL 834675
NOKL 819041	NOKL 823694	NOKL 834683
NOKL 819045	NOKL 823758	NOKL 834684
NOKL 819048	NOKL 823760	NOKL 834685
NOKL 819061	NOKL 823947	NOKL 834687
NOKL 819063	NOKL 828448	NOKL 834695
NOKL 819096	NOKL 828470	NOKL 834696
NOKL 819107	NOKL 828539	NOKL 834701
NOKL 819127	NOKL 830262	NOKL 834715
NOKL 819146	NOKL 830456	NOKL 834732
NOKL 819151	NOKL 830488	NOKL 834738
NOKL 819188	NOKL 830609	NOKL 834748
NOKL 819194	NOKL 830692	NOKL 834757
NOKL 819205	NOKL 830911	Count: 24
NOKL 819211	NOKL 832008	
NOKL 819217	NOKL 832015	
NOKL 820522	NOKL 832038	
NOKL 820531	NOKL 832614	
NOKL 820558	NOKL 832621	
NOKL 820571	NOKL 832687	
NOKL 820585	NOKL 833017	
NOKL 820591	NOKL 833109	
NOKL 820592	NOKL 833146	
NOKL 820606	NOKL 833163	
NOKL 820611	NOKL 833172	
NOKL 820646	NOKL 833177	
NOKL 820789	Count: 76	
NOKL 821876		